

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE LIBOR-BASED FINANCIAL INSTRUMENTS ANTITRUST LITIGATION	MDL No. 2262
THIS DOCUMENT RELATES TO:	Master File No. 1:11-md-2262-NRB ECF Case
	ORAL ARGUMENT REQUESTED
<i>City of Riverside v. Bank of Am. Corp. et al</i>	No. 13-cv-0597
<i>Cnty. of San Mateo v. Bank of Am. Corp. et al.</i>	No. 13-cv-0625
<i>E. Bay Mun. Util. Dist. v. Bank of Am. Corp. et al.</i>	No. 13-cv-0626
<i>City of Richmond v. Bank of Am. Corp. et al.</i>	No. 13-cv-0627
<i>Cnty. of San Diego v. Bank of Am. Corp. et al.</i>	No. 13-cv-0667
<i>Regents of the Univ. of Cal. v. Bank of Am. Corp. et al.</i>	No. 13-cv-5186
<i>Cnty. of Sonoma v. Bank of Am. Corp. et al.</i>	No. 13-cv-5187
<i>San Diego Ass'n of Gov'ts v. Bank of Am. Corp. et al.</i>	No. 13-cv-5221
<i>Cnty. of Sacramento v. Bank of Am. Corp. et al.</i>	No. 13-cv-5569
<i>Cnty. of Mendocino v. Bank of Am. Corp. et al.</i>	No. 13-cv-8644
<i>Amabile et al. v. Bank of Am. Corp. et al.</i>	No. 13-cv-1700
<i>Maragos v. Bank of Am. Corp. et al.</i>	No. 13-cv-2297
<i>Federal Home Loan Mortg. Corp. v. Bank of Am. Corp. et al.</i>	No. 13-cv-3952
<i>Salix Capital US Inc. v. Banc of Am. Secs. LLC et al.</i>	No. 13-cv-4018

<i>CEMA Joint Venture v. Charter One Bank, N.A. et al.</i>	No. 13-cv-5511
<i>City of Houston v. Bank of Am. Corp. et al.</i>	No. 13-cv-5616
<i>Principal Funds, Inc. et al. v. Bank of Am. Corp. et al.</i>	No. 13-cv-6013
<i>Principal Fin. Grp., Inc. et al. v. Bank of Am. Corp. et al.</i>	No. 13-cv-6014
<i>City of Philadelphia v. Bank of Am. Corp. et al.</i>	No. 13-cv-6020
<i>The Charles Schwab Corp. et al. v. Bank of Am. et al.</i>	No. 13-cv-7005
<i>Nat'l Credit Union Admin. Bd. v. Credit Suisse Grp. AG et al.</i>	No. 13-cv-7394
<i>Fed. Nat'l Mortgage Ass'n v. Barclays Bank PLC et al.</i>	No. 13-cv-7720
<i>Darby Fin. Products et al. v. Barclays Bank PLC et al.</i>	No. 13-cv-8799
<i>Triaxx Prime CDO 2006-1 Ltd. et al. v. Bank of Am. Corp. et al.</i>	No. 14-cv-0146
<i>Federal Deposit Insurance Corporation v. Bank of America Corp. et al.</i>	No. 14-cv-1757
<i>Bay Area Toll Authority v. Bank of America Corp. et al.</i>	No. 14-cv-3094
<i>Prudential Inv. Portfolios 2 v. Barclays Bank PLC et al.</i>	No. 14-cv-4189

**DECLARATION OF WILLIAM GOUGHERTY IN SUPPORT OF MOTION TO DISMISS
FOR LACK OF PERSONAL JURISDICTION BY THE ROYAL BANK OF SCOTLAND
GROUP PLC AND THE ROYAL BANK OF SCOTLAND PLC**

I, William Gougherty, hereby declare under penalty of perjury the truth of the following statements based upon personal knowledge and knowledge gained from the review of corporate records of The Royal Bank of Scotland Group plc (“RBS Group”) and The Royal Bank of Scotland plc (“RBS plc”), and from discussions with others with such knowledge:

1. I am an adult and competent to testify to the matters below. I submit this declaration in support of motion to dismiss for lack of personal jurisdiction of RBS Group and RBS plc.

2. I am a Director, Counsel of RBS Securities Inc. My responsibilities include, among other things, addressing corporate governance and secretariat issues in relation to activities in the United States by members of the RBS family of businesses. I am authorized to make this declaration on behalf of RBS Group and RBS plc.

3. RBS Group is a United Kingdom bank holding company headquartered and incorporated in Scotland, United Kingdom, with its principal office in Gogarburn, Edinburgh, EH12 1HQ. RBS Group’s principal place of business is the United Kingdom.

4. RBS Group itself—as distinct from some of its subsidiaries—has no offices anywhere in the United States.

5. As reported in the 2013 annual report of RBS Group, only 21% of the global revenue generated by the RBS Group family of operating subsidiaries in 2013 was attributable to the United States (versus 60% from the United Kingdom).

6. As a bank holding company, RBS Group itself is not in the business of transacting in financial products linked to U.S. dollar LIBOR in California, Iowa, Kansas, New York, Ohio, Texas, Virginia, or anywhere in the United States.

7. RBS plc is one of the principal operating subsidiaries of RBS Group.

8. RBS plc is a United Kingdom corporation headquartered and incorporated in Scotland, United Kingdom, with its principal offices at Gogarburn, Edinburgh, EH12 1HQ and 280 Bishopsgate, London, EC2M 4RB.

9. RBS plc's principal place of business is the United Kingdom. RBS plc has more than 51,000 employees worldwide. All but approximately 5,500 of those employees are based in the United Kingdom.

10. RBS plc's operations in the United States are small compared to its operations outside of the United States.

11. In addition to its principal and other offices in the United Kingdom, and more than 600 retail branches located in the United Kingdom, RBS plc maintains offices in more than 30 other non-U.S. jurisdictions worldwide.

12. In the United States, RBS plc's presence consists of a single branch office located in Stamford, Connecticut, and smaller representative offices in Chicago, Houston, New York (until recently a branch office), San Francisco, and Jersey City, New Jersey.

13. Of RBS plc's approximately 51,000 employees worldwide, fewer than 350 are based in the United States, and most of them are based in RBS plc's only U.S. branch office (in Stamford, Connecticut).

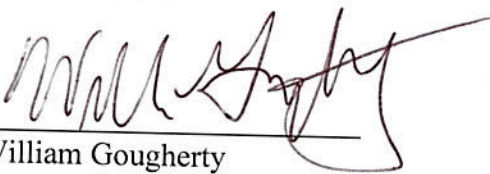
14. RBS plc's revenue attributable to the United States (including through direct and indirect subsidiaries) is also small as compared to its revenue worldwide. As reported in the 2013 annual report of RBS plc, only 20% of the global revenue of RBS plc and its direct and indirect subsidiaries in 2013 was attributable to the United States (versus 62% from the United Kingdom). Only a small portion of that 20% of revenue generated was attributable to RBS plc itself, with most instead attributable to the operations of the U.S. broker-dealer (RBS Securities

Inc.) and the U.S. retail and commercial bank (Citizens Financial Group, Inc.).

15. During the relevant time, all submissions of rates to the British Bankers' Association for use in the calculation of U.S. Dollar LIBOR were made from RBS plc's offices in the United Kingdom, not from any offices in the United States.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 5th day of November, 2014 in Stamford, CT.


William Gougherty